

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----	<b>X</b>	Chapter 11
	:	
In re:	:	Case No. 18-23538 (RDD)
	:	(Jointly Administered)
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	:	
	:	
Debtors.	:	
	:	
-----	<b>X</b>	

**LIMITED OBJECTION OF GATEHOUSE MEDIA, LLC ON BEHALF OF ITS  
AFFILIATED NEWSPAPERS TO FOURTH SUPPLEMENTAL NOTICE OF CURE COSTS  
AND POTENTIAL ASSUMPTION AND ASSIGNMENT OF EXECUTORY CONTRACTS  
AND UNEXPIRED LEASES IN CONNECTION WITH GLOBAL SALE TRANSACTION**

GateHouse Media, LLC (“GateHouse Media”), by and through undersigned counsel, files this limited objection to the proposed cure amounts indicated in the Fourth Supplemental Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Global Sale Transaction filed by Sears Holdings Corporation and related Debtors (collectively the “Debtors”) on March 29, 2019 [Doc. No. 2995] (the “Cure Amount Notice”). In support of this Limited Objection, GateHouse Media states the following:

1. On March 29, 2019, the Debtors filed the Cure Amount Notice which identifies executory contracts that may be assumed and assigned to Transform Holdco, LLC (the “Buyer”) and proposes cure amounts to be paid to each counterparty as required by 11 U.S.C. § 365(b)(1).

2. Pursuant to Bankruptcy Code section 365(b)(1), prior to assuming an executory contract, a debtor-in-possession must (a) cure or provide adequate assurance that it will promptly cure all defaults under the assumed contract; and (b) provide adequate assurance of future performance under an assumed contract. 11 U.S.C. § 365(b)(1).

3. The Cure Amount Notice identifies the following newspaper advertising and confidentiality agreements between Debtor Sears Holdings Management Corporation and multiple newspapers affiliated with GateHouse Media which may be assumed and assigned, and indicates the proposed cure amount to be paid to each respective newspaper in the following amounts:

<b>GATEHOUSE MEDIA NEWSPAPER</b>	<b>CURE AMOUNT NOTICED BY DEBTORS</b>	<b>EXHIBIT A LINE REFERENCE</b>	<b>CORRECT CURE AMOUNT</b>
Columbus Dispatch	\$10,723.24	118	\$11,624.67
Corning Leader	\$1,121.77	120	\$3,270.32
Doylestown Intelligencer	\$523.52	123	\$5,344.46
Gardner News	\$300.00	141	\$2,400.00
Peoria Journal Star	\$2,657.58	202	\$2,749.20
Providence Journal	\$1,323.87	208	\$4,710.26
Pueblo Chieftain	\$2,720.16	209	\$3,950.90
Victorville Daily Press	\$2,629.22	250	\$2,806.47

4. As reflected on the chart above, GateHouse Media's records indicate that the proper cure amount for each paper is as reflected in the last column.

5. GateHouse Media believes the documentation and evidence in support of the proper cure amount is already in the Debtors' possession. Because that documentation and evidence includes confidential and proprietary information, GateHouse Media will not publicly file such supporting information, but will gladly provide it to the Debtors or to Buyer as needed pursuant to appropriate protections to ensure confidentiality.

6. Accordingly, GateHouse Media respectfully requests that the Court (a) deny approval of the Cure Amount Notice as to the GateHouse Media papers listed in the chart above only to the extent the cure amount is inaccurate, or, alternatively, require that Debtors amend the Cure Amount Notice consistent with this objection; and, (b) grant GateHouse Media's newspapers such other and further relief to which they may be entitled.

Respectfully submitted,

/s/ Lynn Rowe Larsen (pro hac vice pending)

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**CERTIFICATE OF SERVICE**

The foregoing Limited Objection of GateHouse Media, LLC was electronically filed this 10<sup>th</sup> day of April, 2019. Notice of this filing will be served via the Court's electronic filing system. Parties may access this filing through the Court's system. Service of this filing is also being sent via electronic mail upon the following: Jacqueline Marcus (Jacqueline.marcus@weil.com); Sean O'Neal (soneal@cgsh.com), Luke A. Barefoot (lbarefoot@cgsh.com) Sunny Singh (sunny.singh@weil.com) and Chelsey Rosenbloom (crosenbloom@cgsh.com).

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